

EXHIBIT 30

REDACTED

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

WAYMO LLC,)
)
)
Plaintiff,)
)
)
vs.) Case No.
) 17-cv-00939-WHA
)
UBER TECHNOLOGIES, INC.;)
OTTOMOTTO, LLC; OTTO TRUCKING LLC,)
)
)
Defendants.)
_____)

HIGHLY CONFIDENTIAL - OUTSIDE COUNSEL'S EYES ONLY

VIDEOTAPED 30(b)(6) DEPOSITION of OTTO TRUCKING
by and through its Designated Representative
ADAM BENTLEY, ESQ.
San Francisco, California
Tuesday, August 22, 2017
Volume I

Reported by:
MARY J. GOFF
CSR No. 13427
Job No. 2684904B

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1	A	Yes.	01:46:21
2	Q	So then the next paragraph here says,	01:46:21
3		There's an IP License Agreement between Otto	01:46:24
4		Trucking and Ottomotto whereby (1), Otto Trucking	01:46:26
5		assigns its IP to Ottomotto; and (2), Ottomotto	01:46:30
6		licenses certain Ottomotto IP developed by Ottomotto	01:46:36
7		prior to the acquisition of Ottomotto by Uber back	01:46:40
8		to Otto Trucking.	01:46:43
9		Did I read that correctly?	01:46:44
10	A	Yes.	01:46:46
11	Q	And that's accurate information?	01:46:46
12	A	Yes.	01:46:48
13	Q	And the final paragraph here on the first	01:46:49
14		page of these notes says, There is a Framework	01:46:50
15		Agreement between Otto Trucking and Uber dated	01:46:53
16		May 18, 2017. The Framework Agreement provides more	01:46:56
17		detail regarding the day-to-day working relationship	01:47:02
18		between Otto Trucking and Uber.	01:47:05
19		Did I read that correctly?	01:47:06
20	A	Yes.	01:47:07
21	Q	Is that accurate information?	01:47:08
22	A	Yes.	01:47:10
23	Q	So Otto Trucking was formed on February 1,	01:47:12
24		2016; is that correct?	01:47:23
25	A	I --	01:47:25

1 2016. 01:56:48

2 Q I understand. So we're still [REDACTED] [REDACTED]

3 [REDACTED] away from the opening of the call window? 01:56:53

4 A That's right. 01:56:59

5 Q So once that call window opens, Uber -- 01:56:59

6 Uber has an exclusive option until -- to purchase 01:57:03

7 Otto Trucking [REDACTED], right? 01:57:07

8 A Correct. 01:57:11

9 Q What was if Uber hasn't exercised that 01:57:11

10 call option by the time that exclusive option period 01:57:15

11 ends? 01:57:19

12 MR. SCHUMAN: Objection, beyond the scope. 01:57:20

13 A I would need to refresh myself with the -- 01:57:23

14 by taking a look at the Otto Trucking Merger 01:57:25

15 Agreement. But my recollection is that the Merger 01:57:29

16 Agreement could be terminated. 01:57:31

17 [REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

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■ [REDACTED] [REDACTED]
■ [REDACTED] [REDACTED]
■ ■ [REDACTED] [REDACTED]
■ [REDACTED] [REDACTED]
■ [REDACTED] [REDACTED]
■ [REDACTED] [REDACTED]
■ ■ [REDACTED] [REDACTED]
■ [REDACTED] [REDACTED]
■ [REDACTED] [REDACTED]
01:59:48
10 Q (BY MR. JUDAH) So -- so now focusing on 01:59:52
11 the relationship between Ottomotto and Otto Trucking 01:59:53
12 after the signing of the -- of those transaction 02:00:00
13 documents in April. 02:00:04
14 So -- so starting, let's say, on April 12, 02:00:05
15 2016, what was the relationship between Otto 02:00:07
16 Trucking and Ottomotto? 02:00:10
17 A The relationship, I believe, was an IP 02:00:12
18 License Agreement whereby Ottomotto IP was licensed 02:00:19
19 to Otto Trucking, and Otto Trucking IP was assigned 02:00:24
20 back to Ottomotto. 02:00:27
21 Q Any other relationship you're aware of at 02:00:28
22 that time? 02:00:31
23 A As employees were coming on board at 02:00:39
24 Ottomotto, they would have all been receiving 02:00:40
25 parallel grants of equity in each of Ottomotto, LLC 02:00:44

1 Trucking transaction closes, is related to the 03:37:17
2 successful commercialization of autonomous trucks. 03:37:21
3 Q (BY MR. JUDAH) So the shareholders of Otto 03:37:24
4 Trucking certainly have an interest in the 03:37:26
5 commercialization of autonomous trucks, don't they? 03:37:30
6 MR. SCHUMAN: Objection, beyond the scope; 03:37:33
7 objection as to form. 03:37:33
8 A Assuming that transaction closes, the 03:37:38
9 shareholders would have a right to share in the 03:37:45
10 future profits of a trucking business, which would 03:37:48
11 include potentially successful commercialization of 03:37:52
12 autonomous trucks. 03:37:55
13 Q (BY MR. JUDAH) And what happens if the 03:37:56
14 Uber acquisition doesn't close? 03:37:58
15 A If the Uber acquisition does not close, 03:38:01
16 then that earnout would not be applicable. 03:38:03
17 Q Well, what happens the Otto Trucking at 03:38:08
18 that point? 03:38:10
19 A There's various things that could happen. 03:38:11
20 We would be speculating, but there are a number of 03:38:13
21 different ways that that could progress. 03:38:17
22 Q What's one of the ways that it could 03:38:21
23 progress? 03:38:23
24 A The entity could be wound down or the 03:38:24
25 entity could seek to develop a business of any sort. 03:38:28

1 There's really infinite possibilities for what an 03:38:34
2 independent entity could do if the Merger Agreement 03:38:38
3 with Uber were to be terminated. 03:38:42

4 Q The -- the four Otto Transport trucks that 03:38:49
5 are currently being leased to Uber, have any of them 03:38:53
6 done fully autonomous testing? 03:38:59

7 MR. SCHUMAN: Objection as to form; beyond 03:39:05
8 the scope of the 30(b)(6) Notice. 03:39:06

9 A Yeah, so I would note that those trucks 03:39:10
10 are operated by Uber. I'm here as an Otto Trucking 03:39:12
11 designee. You're asking me about Uber-related in -- 03:39:15
12 information. 03:39:19

13 Q (BY MR. JUDAH) Well, Otto Transport owns 03:39:20
14 those trucks, don't they? 03:39:22

15 A It does. But pursuant to the terms of the 03:39:23
16 Lease Agreement, they're under the complete control 03:39:26
17 of Uber. 03:39:29

18 Q So Otto Trucking doesn't have any 03:39:30
19 knowledge about what's happening to those trucks 03:39:33
20 with respect to autonomous vehicle testing? 03:39:36

21 MR. SCHUMAN: Objection as to form; beyond 03:39:39
22 the scope of the 30(b)(6) Notice. 03:39:39

23 A Is your question: Are -- is there fully 03:39:42
24 autonomous operation of trucks occurring right now? 03:39:45

25 Q (BY MR. JUDAH) That was -- my first 03:39:50